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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:
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DELPHI CORPORATION, et al.,	:
	:
Debtors.	:
	:
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Chapter 11  
Case No. 05-44481 (RDD)  
(Jointly Administered)

JOINT STIPULATION AND AGREED ORDER (I) REDUCING PROOF OF CLAIM  
NUMBER 14240 ON ACCOUNT OF CERTAIN CURE PAYMENTS AND  
(II) RESOLVING THE RESPONSE OF JACOBSON MFG, LLC TO THE DEBTORS'  
TWENTY-NINTH OMNIBUS CLAIMS OBJECTION  
(JACOBSON MFG, LLC)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems, LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Jacobson Mfg LLC ("Jacobson") respectfully submit this Joint Stipulation And Agreed Order (I) Reducing Proof Of Claim Number 14240 On Account Of Cure Payments And (II) Resolving The Response Of Jacobson Mfg., LLC To The Debtors' Twenty-Ninth Omnibus Claims Objection (Jacobson Mfg, LLC) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Court").

WHEREAS, on or around October 18, 2005, Jacobson submitted a reclamation demand (the "Reclamation Demand") to the Debtors.

WHEREAS, on July 31, 2006, Jacobson filed proof of claim number 14240 against Delphi asserting a claim in the amount of \$114,342.92 (the "Claim").

WHEREAS, on May 22, 2007, the Debtors objected to the Claim pursuant to the Debtors' Fifteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation ("Fifteenth Omnibus Claims Objection") (Docket No. 7999) (the "Objection").

WHEREAS, on June 18, 2007, Jacobson filed its response to the Objection

(Docket No. 8294) (the "Response To The Fifteenth Omnibus Claims Objection").

WHEREAS, on February 14, 2008, the Court entered the Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 14240 (Jacobson Mfg, LLC) (Docket No. 12667) (the "Initial Stipulation"). The Initial Stipulation, among other things, (i) allowed the Claim in the amount of \$95,486.27 as an allowed general unsecured non-priority claim against the estate of DAS LLC, (ii) provided for the withdrawal of the Reclamation Demand with prejudice, and (iii) provided for the withdrawal of the Reponse To The Fifteenth Omnibus Claims Objection with prejudice.

WHEREAS, on March 27, 2008, the Debtors objected to the Claim pursuant to the Debtors' Twenty-Ninth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To (A) Disallow And Expunge Claims Due To Cure Payments And (B) Modify General Unsecured Claims By Amount Of Cure Payments (Docket No. 13270) (the "Twenty-Ninth Omnibus Claims Objection"), seeking to reduce the Claim from \$95,486.27 to \$81,536.34, on account of a cure payment in the amount of \$13,949.93 made by the Debtors on March 5, 2008 in connection with the sale of the Debtors' interiors and closures business.

WHEREAS, on April 22, 2008, Jacobson filed its Jacobson Mfg., LLC's Response To Debtors' Twenty-Ninth Omnibus Objection Pursuant To 11 U.S.C. §502(b) And Fed. R. Bankr. P. 3007 To (A) Disallow And Expunge Claims Due To Cure Payments and (B) Modify General Unsecured Claims By Amount Of Cure Payments (Docket No. 13449) (the "Response").

WHEREAS, to resolve the Response with respect to the Claim, DAS LLC and Jacobson have agreed to enter into this Stipulation.

WHEREAS, pursuant to this Stipulation, DAS LLC acknowledges and agrees that

the Claim shall be allowed against DAS LLC in the amount of \$81,536.34 and that this Stipulation amends and restates the Initial Stipulation with respect to the allowance of the Claim.

WHEREAS, DAS LLC is authorized to enter into this Stipulation either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Jacobson stipulate and agree as follows:

1. This Stipulation amends and restates the Initial Stipulation insofar as the Claim shall be allowed in the amount of \$81,536.34 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. The Response to the Twenty-Ninth Omnibus Claims Objection shall be deemed withdrawn with prejudice.

So Ordered in New York, New York, this 24th day of July, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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